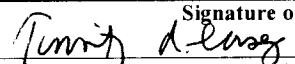
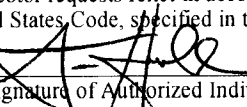


(Official Form 1) (12/03)

FORM B1 United States Bankruptcy Court Northern District of Illinois		Voluntary Petition																
Name of Debtor (if individual, enter Last, First, Middle): Oahu Sugar Company, LLC		Name of Joint Debtor (Spouse) (Last, First, Middle):																
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names): Oahu Sugar Company, Limited		All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):																
Last four digits of Soc. Sec. No. / Complete EIN or other Tax I.D. No. (if more than one, state all): 14-1864577		Last four digits of Soc. Sec. No. / Complete EIN or other Tax I.D. No. (if more than one, state all):																
Street Address of Debtor (No. & Street, City, State & Zip Code): 900 North Michigan Avenue, Suite 1400 Chicago, IL 60611		Street Address of Joint Debtor (No. & Street, City, State & Zip Code):																
County of Residence or of the Principal Place of Business: Cook		County of Residence or of the Principal Place of Business:																
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):																
Location of Principal Assets of Business Debtor (if different from street address above):																		
Information Regarding the Debtor (Check the Applicable Boxes)																		
Venue (Check any applicable box) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.																		
Type of Debtor (Check all boxes that apply) <input type="checkbox"/> Individual(s) <input type="checkbox"/> Railroad <input type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker <input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <input checked="" type="checkbox"/> Other Limited Liability Co. <input type="checkbox"/> Clearing Bank		Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input checked="" type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding																
Nature of Debts (Check one box) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business		Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only.) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.																
Chapter 11 Small Business (Check all boxes that apply) <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)																		
Statistical/Administrative Information (Estimates only) <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY																
Estimated Number of Creditors 1-15 16-49 50-99 100-199 200-999 1000-over <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>																		
Estimated Assets <table style="width: 100%; border: none;"> <tr> <td style="text-align: center;">\$0 to \$50,000</td> <td style="text-align: center;">\$50,001 to \$100,000</td> <td style="text-align: center;">\$100,001 to \$500,000</td> <td style="text-align: center;">\$500,001 to \$1 million</td> <td style="text-align: center;">\$1,000,001 to \$10 million</td> <td style="text-align: center;">\$10,000,001 to \$50 million</td> <td style="text-align: center;">\$50,000,001 to \$100 million</td> <td style="text-align: center;">More than \$100 million</td> </tr> <tr> <td style="text-align: center;"><input checked="" type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>			\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>											
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>											

(Official Form 1) (12/03)

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): FORM B1, Page 2 Oahu Sugar Company, LLC	
Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)			
Location Where Filed: - None -		Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: Amfac Hawaii LLC - See attached list.		Case Number: 02-07637	Date Filed: 2/27/02
District: Northern District of Illinois, Eastern Division		Relationship: Affiliates	Judge: Hon. Bruce W. Black
Signatures			
Signature(s) of Debtor(s) (Individual/Joint) I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter of title 11, United States Code, specified in this petition. X _____ Signature of Debtor X _____ Signature of Joint Debtor _____ Telephone Number (If not represented by attorney) _____ Date		Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11) <input type="checkbox"/> Exhibit A is attached and made a part of this petition. Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. X _____ Signature of Attorney for Debtor(s) Date Exhibit C Does the debtor own or have possession of any property that poses a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No	
Signature of Attorney X  Signature of Attorney for Debtor(s) Timothy R. Casey ARDC No. 6180828 Printed Name of Attorney for Debtor(s) Gardner Carton & Douglas LLP Firm Name 191 N Wacker Dr Chicago, IL 60606-1698 Address (312) 569-1201 Fax: (312) 569-3201 Telephone Number _____ Date		Signature of Non-Attorney Petition Preparer I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document. _____ Printed Name of Bankruptcy Petition Preparer _____ Social Security Number (Required by 11 U.S.C. § 110(c).) _____ Address Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document: X _____ Signature of Bankruptcy Petition Preparer _____ Date A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.	
Signature of Debtor (Corporation/Partnership) I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition. X  Signature of Authorized Individual Gailen Hull Printed Name of Authorized Individual Vice President Title of Authorized Individual April 13, 2005 Date			

**List of Pending Bankruptcies of Affiliates of Oahu Sugar Company, LLC
pending in the U.S. Bankruptcy Court for the Northern District of Illinois**

Debtor	Case No.	Date Filed	Relationship	Judge
Amfac Hawaii LLC	02-07637	2/27/02	Affiliate	Hon. Bruce W. Black
Pioneer Mill Company, Limited	02-07662	2/27/02	Affiliate	Hon. Bruce W. Black
FHT Corporation	02-07650	2/27/02	Affiliate	Hon. Bruce W. Black
Kaanapali Estate Coffee, Inc.	02-07657	2/27/02	Affiliate	Hon. Bruce W. Black
Amfac Holding Corp.	02-07642	2/27/02	Affiliate	Hon. Bruce W. Black
Amfac Land Company, Limited	02-07646	2/27/02	Affiliate	Hon. Bruce W. Black
Kaanapali Development Corp.	02-07654	2/27/02	Affiliate	Hon. Bruce W. Black
KDCW, Inc.	02-07660	2/27/02	Affiliate	Hon. Bruce W. Black
The Lihue Plantation Company, Limited	02-07663	2/27/02	Affiliate	Hon. Bruce W. Black
Waialeale Golf Club Inc.	02-07665	2/27/02	Affiliate	Hon. Bruce W. Black

CERTIFICATE OF RESOLUTIONS

I, Karen M. Ewing, Secretary of Oahu Sugar Company, LLC, a Delaware limited liability company (the "Company"), do hereby certify that: (a) I am the duly elected, qualified and acting Secretary of the Company; (b) the following resolutions were duly adopted by the sole member of the Company as of April 13, 2005, in accordance with the requirements of Delaware limited liability company law; and (c) said resolutions have not been amended, modified or rescinded and are in full force and effect as of the date hereof:

RESOLVED, that Oahu Sugar Company, LLC shall be, and hereby is, authorized to: (a) file a voluntary petition (the "Petition") for relief under chapter 7 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1330 (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Northern District of Illinois or such other court as the appropriate officer or officers of Oahu Sugar Company, LLC shall determine to be appropriate (the "Bankruptcy Court") and (b) perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect any of the foregoing;

"FURTHER RESOLVED, that the chairman, any executive vice president, any senior vice president, any vice president or the secretary or any assistant secretary of Oahu Sugar Company, LLC (collectively, the "Designated Officers") shall be, and each of them, acting alone, hereby is, authorized, directed and empowered on behalf of and in the name of the Oahu Sugar Company, LLC to: (a) execute and verify the Petition, as well as all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modifications to the Petition or ancillary documents as any such Designated Officer, in such officer's discretion, deems necessary or desirable to carry out the intent and accomplish the purposes of these resolutions (such approval to be conclusively established by the execution thereof by such Designated Office); (b) execute, verify and file or cause to be filed all petitions, schedules, lists, motions, applications and other papers or documents necessary or desirable in connection with the foregoing; and (c) execute and verify any and all other documents necessary or appropriate in connection therewith in such form or forms as any such Designated Officer may approve;

"FURTHER RESOLVED, that the Designated Officers of the Oahu Sugar Company, LLC shall be, and each of them hereby is, authorized, directed and empowered to retain, on behalf of the Oahu Sugar Company, LLC; (a) Gardner Carton & Douglas LLP; and (b) such additional professionals, including attorneys, accountants, financial advisors, investment bankers, consultants or brokers, in each case as in such officer's or officers' judgment may be necessary in connection with Oahu Sugar Company, LLC's chapter 7 case and other related matters, on such terms as such officer or officers shall approve;

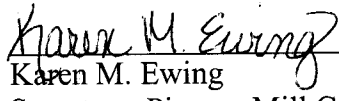
"FURTHER RESOLVED, that the law firms of Gardner Carton & Douglas LLP and any additional special or local counsel selected by the Designated Officers, if any, and hereby are, authorized, empowered and directed to represent Oahu Sugar Company, LLC, as debtor, in connection with any chapter 7 case commenced by or against it under the Bankruptcy Code;

"FURTHER RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Designated Officers of Oahu Sugar Company, LLC, each of the officers of Oahu Sugar Company, LLC or their designees shall be, and each of them, acting alone, hereby

is, authorized, directed and empowered, in the name of and on behalf of Oahu Sugar Company, LLC, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer's or officers' judgment shall be necessary or desirable in order fully to carry out the intent and accomplish the purposes of the resolutions adopted herein; and

"FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken or to be taken by any officer or officers of Oahu Sugar Company, LLC in connection with the implementation of these resolutions are hereby in all respects ratified, confirmed and approved."

IN WITNESS WHEREOF, the undersigned has caused this certificate to be executed as of the 13th day of April, 2005.



Karen M. Ewing
Secretary, Pioneer Mill Company, LLC
As Sole Member of Oahu Sugar Company,
LLC